

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

SCANSOFT, INC.,

Plaintiff,

v.

VOICE SIGNAL TECHNOLOGIES, INC.,
LAURENCE S. GILICK, ROBERT S.
ROTH,
JONATHAN P. YAMRON, AND
MANFRED G. GRABHERR,

Defendants.

Civil Action No. 04-10353-PBS

**SCANSOFT, INC.'S ASSENTED-TO MOTION
TO FILE MEMORANDUM UNDER SEAL**

Pursuant to Local Rule 7.2 and paragraph 14 of the Court's Protective Order, plaintiff ScanSoft, Inc. ("ScanSoft") hereby moves for an order granting leave to file under seal the Pre-Hearing Memorandum of ScanSoft in Opposition to Motion to Disqualify Goodwin Procter LLP ("Memorandum").

As grounds for this motion, ScanSoft states that the Memorandum quotes and attaches documents that are relevant to the pending Motion to Disqualify. Counsel for Voice Signal Technologies, Inc. ("VST") has designated those documents as "Confidential" pursuant to the Protective Order. Accordingly, ScanSoft moves for leave to file the Memorandum, and its attached exhibits, under seal in a supplied envelope and that impoundment continue pursuant to Local Rule 7.2 and the terms of the Protective Order.

Respectfully submitted,

/s/ Daniel M. Forman

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Counsel for Plaintiff ScanSoft, Inc.

DATED: March 16, 2006

LOCAL RULE 7.1(A)(2) CERTIFICATION

I, Daniel M. Forman, hereby certify that on March 16, 2006, Kenneth A. Cohen conferred by telephone with Robert S. Frank, Jr., counsel for VST, and he assented to this motion.

/s/ Daniel M. Forman

Daniel M. Forman

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